

**BY – LAWS**  
of  
**Batavia Development Corporation**



**ARTICLE I – OFFICES**

The principal office of the corporation shall be in the City of Batavia, County of Genesee, State of New York at One Batavia City Centre, the corporation may also have offices at such other places within or without this state as the board may from time to time determine or the business of the corporation may require.

**ARTICLE II – PURPOSES**

The purposes for which this corporation has been organized are as follows:

The charitable or public purposes of relieving and reducing unemployment, promoting and providing for additional and maximum employment, bettering and maintaining job opportunities, instructing or training individuals to improve or develop their capabilities for such jobs, carrying on scientific research for the purpose of aiding the territory in which its operations are principally to be conducted by attracting new businesses to such territory or by encouraging the development of, or retention of, said business in said territory, and lessening the burdens of government and acting in the public interest.

In furtherance of said purposes, the corporation shall have the following powers:

- a. To construct, acquire, rehabilitate and improve for use by others retail, industrial, commercial, recreation and manufacturing plants and facilities in the territory in which its operations are principally to be conducted, to assist financially in such construction, acquisition, rehabilitation and improvement, to maintain such plants and facilities for others in such territory; to disseminate information and furnish advice, technical assistance and liaison with federal, state and local authorities with respect thereto;
- b. To acquire by purchase, lease, gift, bequest, devise or otherwise real or personal property or interest therein;
- c. To borrow money and to issue negotiable bonds, notes and other obligations therefore;
- d. Without leave of the court, to sell, lease, mortgage or otherwise dispose of or encumber any such plants or any of its real or personal property or any interest therein upon such terms as it may determine;
- e. In connection with loans from New York State and United States government agencies, to enter into covenants and agreements and to comply with all the terms, conditions and provisions thereof, and otherwise to carry out its corporate purposes and to foster and encourage the location or expansion of retail, industrial, commercial, recreational or manufacturing facilities in the territory in which the operations of such corporation are principally to be conducted, and
- f. To do all and everything suitable for the accomplishment of any of the foregoing purposes; including but not limited to retail loans and assistance to retail businesses.

**ARTICLE III – DIRECTORS**

**I. MANAGEMENT OF THE CORPORATION**

The corporation shall be managed by the board of directors. Each director shall be at least nineteen years of age, all of whom shall reside in or have a business interest in the County of Genesee,

New York. The City of Batavia City Manager or his/her designee shall serve as an "ex-officio" voting member of the board at all times. Including the ex-officio board member, there shall be at least nine (9) and not more than twelve (12) Directors. Whenever the Board of Directors shall number less than nine (9), there shall be a special meeting of the Board for election of sufficient Directors so that the number shall be maintained at least nine (9).

## **2. ELECTION AND TERM OF DIRECTORS**

At each annual meeting of the Board, there shall be an election of new members upon the terms set forth herein. Excluding the ex-officio board member, whose term shall run for perpetuity, each director shall hold office for three-year terms, or until his prior resignation or removal. Excluding the ex-officio board member, no director shall be elected to the Board for more than three (3) consecutive terms.

## **3. NEWLY CREATED DIRECTORSHIPS AND VACANCIES**

Newly created directorships resulting from an increase in the number of directors and vacancies occurring in the board for any reason except the removal of directors without cause may be filled by a vote of a majority of the directors then in office, although less than a quorum exists, unless otherwise provided in the certificate of incorporation. Vacancies occurring by reason of the removal of directors without cause shall be filled by vote of the members. A director elected to fill a vacancy caused by resignation, death or removal shall be elected to hold office for the unexpired term of his predecessor.

## **4. REMOVAL/TERMINATION OF DIRECTORS**

A director shall be automatically terminated by death or when a director moves his or her residence from, or no longer has a business interest in, Genesee County without action or approval of the Board of Directors. A director may be removed for cause by action of the board.

## **5. RESIGNATION**

A director may resign at any time by giving written notice to the board, the president or the secretary of the corporation. Unless otherwise specified in the notice, the resignation shall take effect upon receipt thereof by the board or such officer, and the acceptance of the resignation shall not be necessary to make it effective.

## **6. QUORUM OF DIRECTORS**

Unless otherwise provided in the certificate of incorporation, a majority of the entire board shall constitute a quorum for the transaction of business or of any specified item of business.

## **7. ACTION OF THE BOARD**

Unless otherwise required by law, the vote of a majority of the directors present at the time of the vote, if a quorum is present at such time, shall be the act of the board. Each director present shall have one vote.

## **8. PLACE AND TIME OF BOARD MEETINGS**

The board may hold its meetings at the office of the corporation or at such other places, either within or without Genesee County as it may from time to time determine.

## **9. REGULAR ANNUAL MEETING**

A regular annual meeting of the board shall be held during the month of January every year.

## **10. SPECIAL MEETINGS**

Special meetings of the corporation may be called by the directors. The secretary shall cause a notice of such meeting to be transmitted to all members at least seven (7) days but not more than fifty days before the scheduled date of such meeting. Such notice shall state the date, time, place and purpose of the meeting and by whom called.

No other business but that specified in the notice may be transacted at such special meeting without the unanimous consent of all present at such meeting.

## **11. NOTICE OF MEETINGS OF THE BOARD, ADJOURNMENT**

Regular meetings of the board may be held without notice at such time and place as it shall from time to time determine. Special meetings of the board shall be held upon notice to the directors and may be called by the president upon three days' notice to each director either personally or by mail or by wire; special meetings shall be called by the president or by the secretary in a like manner on written request of two directors. Notice of a meeting need not be given to any director who submits a waiver of notice whether before or after the meeting or who attends the meeting without protesting prior thereto or at its commencement, the lack of notice to him.

A majority of the directors present, whether or not a quorum is present, may adjourn any meeting to another time and place. Notice of the adjournment shall be given all directors who were absent at the time of the adjournment and, unless such time and place are announced at the meeting, to the other directors.

## **12. ACTION BY MEMBERS WITHOUT A MEETING**

Whenever members are required or permitted to take any action by vote, such action may be taken without a meeting by written consent, setting forth the action so taken, signed by all the members entitled to vote thereon or by an email approval by a majority of the Board.

## **13. ORDER OF BUSINESS**

The order of business at all meetings of members shall be as follows:

- I. Roll call
- II. Approval of minutes of the preceding meeting
- III. Reports of committees
- IV. Reports of officers
- V. Old and unfinished business
- VI. New business
- VII. Adjournment

## **14. CHAIRMAN**

At all meetings of the board the president, or in his absence, a chairman chosen by the board shall preside.

## **15. EXECUTIVE AND OTHER COMMITTEES**

The board, by resolution adopted by a majority of the entire board, may designate from among its members an executive committee and other committees, each consisting of three or more directors. Each such committee shall serve at the pleasure of the board.

## **ARTICLE IV — OFFICERS**

### **1. OFFICES, ELECTION, TERM**

Unless otherwise provided for in the certificate of incorporation, the board may elect or appoint a president, one or more vice-presidents, a secretary and a treasurer, and such other officers as it may determine who shall have such duties, powers and functions as hereinafter provided. All officers shall be elected or appointed at the annual January meeting and shall hold office for a term of three (3) years. Each officer shall hold office for the term for which he is elected or appointed and until his successor has been elected or appointed and qualified. No officer shall be re-elected after serving two (2) consecutive terms.

The ex-officio board member shall not be permitted to be elected as an officer of the corporation.

### **2. REMOVAL & RESIGNATION**

Any officer elected or appointed by the board may be removed by the board with or without cause. In the event of the death, resignation or removal of an officer, the board in its discretion may elect or appoint a successor to fill the unexpired term. Any two or more offices may be held by the same person, except the offices of president and secretary.

### **3. PRESIDENT**

The president shall be the chief executive officer of the corporation; he shall preside at all meetings of the members and of the board; he shall have the general management of the affairs of the corporation and shall see that all orders and resolutions of the board are carried into effect.

### **4. VICE-PRESIDENTS**

During the absence or disability of the president, the vice-president, or if there are more than one, the executive vice-president, shall have all the powers and functions of the president. Each vice-president shall perform such other duties as the board shall prescribe.

### **5. TREASURER**

The treasurer shall have the care and custody of all the funds and securities of the corporation, and shall deposit said funds in the name of the corporation in such bank or trust company as the directors may elect; he shall, when duly authorized by the board of directors, sign and execute all contracts in the name of the corporation, when countersigned by the president; he shall also sign all checks, drafts, notes, and orders for the payment of money, which shall be duly authorized by the board of directors and shall be countersigned by the president; he shall at all reasonable times exhibit his books and accounts to any director or member of the corporation upon application at the office of the corporation during ordinary business hours. At the end of each corporate year, he shall have an audit of the accounts of the corporation made by a committee appointed by the president, and shall present

such audit in writing at the annual meeting of the members, at which time he shall also present an annual report setting forth in full the financial conditions of the corporation.

## **6. SECRETARY**

The secretary shall keep the minutes of the board of directors and also the minutes of the members. He shall have the custody of the seal of the corporation and shall affix and attest the same to documents when duly authorized by the board of directors. He shall attend to the giving and serving of all notices of the corporation, and shall have charge of such books and papers as the board of directors may direct; he shall attend to such correspondence as may be assigned to him, and perform all the duties incidental to his office. He shall keep a membership roll containing the names, alphabetically arranged, of all persons who are members of the corporation, showing their places of residence and the time when they became members.

## **7. SURETIES AND BONDS**

In case the board shall so require, any officer or agent of the corporation shall execute to the corporation a bond in such sum and with such surety or sureties as the board may direct, conditioned upon the faithful performance of his duties to the corporation and including responsibility for negligence and for the accounting for all property, funds or securities of the corporation which may come into his hands.

## **ARTICLE V - SEAL**

The seal of the corporation shall be as follows: *(City Manager's office)*

## **ARTICLE VI - CONSTRUCTION**

If there be any conflict between the provisions of the certificate of incorporation and these by-laws, the provisions of the certificate of incorporation shall govern.

## **ARTICLE VII - AMENDMENTS**

The by-laws may be adopted, amended or repealed by the board of directors only upon a 2/3 vote of the entire Board of Directors at a regular or special meeting.